

Exhibit C

Agent Declaration

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

In re:

SUNPOWER CORPORATION, *et al.*,¹

Debtors.

)
) Chapter 11
)
) Case No. 24-11649 (CTG)
)
) (Jointly Administered)
) **Re: Docket No. _**

**DECLARATION OF ERIC W. KAUP IN SUPPORT OF MOTION OF
DEBTORS FOR ENTRY OF AN ORDER (I) APPROVING AGENCY
AGREEMENT WITH HILCO COMMERCIAL INDUSTRIAL, LLC
EFFECTIVE AS OF THE PETITION DATE; (II) AUTHORIZING
THE SALE OF REMAINING ASSETS FREE AND CLEAR OF LIENS, CLAIMS,
INTERESTS, AND ENCUMBRANCES; AND (III) GRANTING RELATED RELIEF**

I, Eric W. Kaup, make this Declaration under penalty of perjury pursuant to 28 U.S.C. § 1746, and state as follows:

1. I am Eric W. Kaup, an Executive Vice President, Chief Commercial Officer, and Special Counsel of Hilco Trading, LLC (“Hilco Trading”), which has a principal place of business at 5 Revere Drive, Suite 206, Northbrook, IL 60062. Hilco Trading is the parent company and Managing Member of Hilco Commercial Industrial, LLC (“Agent” or “Hilco”).
2. I submit this declaration (the “Declaration”) in the above-referenced bankruptcy case (the “Bankruptcy Case”) on behalf of Hilco in support of the *Motion of Debtors for Entry of an Order (I) Approving Agency Agreement with Hilco Commercial Industrial, LLC Effective as of the Petition Date; (II) Authorizing the Sale of Remaining Assets Free and Clear of Liens, Claims, Interests, and Encumbrances; and (III) Granting Related Relief* (the

¹ The Debtors in these chapter 11 cases, along with the last four digits of each Debtor’s federal tax identification number, are: SunPower Corporation (8969); SunPower Corporation, Systems (8962); SunPower Capital, LLC (8450); SunPower Capital Services, LLC (9910); SunPower HoldCo, LLC (0454); SunPower North America, LLC (0194); Blue Raven Solar, LLC (3692); Blue Raven Solar Holdings, LLC (4577); BRS Field Ops, LLC (2370); and Falcon Acquisition HoldCo, Inc. (3335). The location of the Debtors’ service address for purposes of these chapter 11 cases is: 880 Harbour Way South, Suite 600, Richmond, CA 94804.

“Motion”), by which Debtors seek to employ Hilco as their exclusive sales and marketing agent to assist in the liquidation of the Debtor’s Remaining Assets pursuant to the agency agreement dated as of August 4, 2024 by and between Debtors and Hilco (the “Agency Agreement”),² attached to the Motion Application as **Exhibit 1**.

3. The facts set forth in this Declaration are based upon the best of my personal knowledge, information, and belief, and upon records kept in the ordinary course of business that were reviewed by other employees of Hilco Trading under my supervision and direction. To the extent any information disclosed in this Declaration requires amendment or modification upon Hilco’s completion of further review or as additional information becomes available, a supplemental declaration will be submitted to the Bankruptcy Court reflecting such amended or modified information.

4. If called as a witness, I would testify to the facts set forth in this Declaration, as follows:

A. Qualifications

5. Hilco is in the business of marketing and selling assets on behalf of its clients. Hilco is a leader in distressed asset repositioning and has extensive experience solving complex asset problems. Hilco's disposition and auction team has worked with numerous clients in the accelerated sale of challenging assets nationwide and to monetize hard-to-sell assets, much of which has been associated with distressed business restructuring and/or winddown situations such as that involved here.

6. Hilco also has extensive experience valuing and converting idle commercial and industrial assets into cash through a multitude of creative sales methodologies and disposition channels including auction, liquidation, and private treaty sales. Moreover, Hilco is

² Capitalized terms used but not defined herein shall have the meanings ascribed to them in the Motion or the Agency Agreement, as applicable.

comprised of leading industry professionals with considerable experience in distressed asset monetization and valuation services.

7. Hilco is well-qualified to perform the services outlined in the Agency Agreement because of its extensive experience and reputation. Hilco regularly specializes in assisting and advising trustees, debtors, creditors, creditors' committees, shareholders, bondholders, and other parties involved with financially distressed companies, both during and outside of bankruptcy cases, and has served as financial and strategic advisors for debtors, creditors, and other constituents in numerous chapter 7 and 11 bankruptcy cases, including cases before this Court.
8. Hilco has agreed to perform the services subject to the terms of the Agency Agreement, and its principals and employees have agreed to be subject to the jurisdiction and supervision of the Bankruptcy Court in connection with these matters.

B. Services

9. The Debtors and Hilco have negotiated the Agency Agreement which will govern their relationship upon this Court's approval. The terms and conditions of the Agency Agreement reflect the mutual agreement of Hilco and the Debtors as to the matters that will be required in the proposed engagement. As set forth in the Agency Agreement, Hilco has agreed to provide the services as detailed therein under the terms and conditions set forth therein.
10. In consideration of the services to be provided by Hilco, and as more fully described in the Agency Agreement, subject to this Court's approval, the Debtors and Hilco have agreed that Hilco shall, in respect of their services, be compensated under the following fee structure:

- a. In consideration of its services under the Agency Agreement, Hilco shall be entitled to payment by the Company of a commission equal to 10% of the Gross Proceeds from the sale of the Assets.
- b. Hilco shall advance and shall be entitled to reimbursement by the Company for all Expenses regardless of whether or not any Assets are sold. “Expenses” mean out-of-pocket expenses incurred by Hilco in connection with Hilco’s performance of its services under the Agency Agreement, including, but not limited to, reasonable and documented attorneys’ fees and costs associated with any Bankruptcy proceeding and/or Hilco’s retention therein, advertising, third-party sale commissions, promotion and sales costs, lodging, travel, labor associated with project management oversight, labor and other costs and expenses associated with previewing and removing the Assets, and other miscellaneous costs and expenses; *provided* that the Expenses shall be capped at \$250,000, unless otherwise agreed in writing (email being sufficient) between Hilco and the Company, with the consent of the First Lien Agent. The Company agrees that all Expenses may be withheld from Gross Proceeds of the sale of any Assets.
- c. Within ten (10) calendar days after expiration of the Term or earlier termination of the Agency Agreement, Hilco may provide the Company with a list of third parties (each, a “Prospect”) that Hilco has engaged in negotiations with respect to the Assets covered under the Agency Agreement. If Hilco provides a Prospect list and within one hundred and eighty (180) days after the expiration of the Term of the Agency Agreement or earlier termination (if applicable), the Company and one or more Prospects should enter into one or more written agreements to purchase all or

any portion of the Assets, Hilco shall be entitled to fee(s) calculated in accordance with the terms of the Agency Agreement. Each fee shall be paid by the Company to Hilco within five (5) business days after applicable closing between the Company and each Prospect.

11. The overall compensation structure described above is comparable to compensation generally charged by professionals of similar stature to Hilco for comparable engagements, both in and out of bankruptcy court.
12. Hilco may utilize the services of an affiliate, Hilco Merchant Resources, LLC ("HMR") with respect to the sale of inventory and other assets for which HMR typically provides services to other clients and would share compensation with HMR. HMR is not a "professional," as such term is used in the Bankruptcy Code and need not be retained under sections 327 or 328 of the Bankruptcy Code. If HMR were to be separately engaged under section 363, HMR's disclosures would be substantially the same as the disclosures made by HCI herein as both entities use Hilco Global's Transaction Database. For ease of administration and to reduce costs, Hilco proceeded in this manner.

C. Disinterestedness

13. In the ordinary course of its business, Hilco Trading, Hilco, and their affiliates and subsidiaries (collectively, "Hilco Global") maintain a database (the "Transaction Database") for purposes of performing "conflicts checks." The Transaction Database contains information regarding present and past representations and transactions of Hilco Global. I obtained the attached list of names of individuals and companies provided by the Debtors for purposes of searching the Transaction Database and determining the connection(s) which Hilco Global has with such entities (attached hereto as Schedule 1;

collectively, the “Parties in Interest”). Hilco ran the names of the attached Parties in Interest through the Transaction Database to determine whether Hilco Global had in the past, or currently has, any connection to such Parties in Interest. There are over 4,200 entities designated as vendors (the “Vendors”) in the full parties-in-interest list provided by Debtors to Hilco. Hilco has not yet performed a conflicts check on the Vendors, but shall continue to run conflicts and will check the vendors and will supplement its disclosures in the event any connections are found with any of the vendors.

14. Hilco’s search of the Transaction Database to date identified the connections listed on and described in the attached Schedule 2.
15. Except with respect to entry into the Agency Agreement, and except as set forth in Schedule 2 hereto, to the best of my knowledge, neither I, Hilco, nor any principal, partner, director, officer, or employee thereof, nor any professional retained by Hilco, insofar as I have been able to ascertain, is a creditor, equity security holder, or an insider of the Debtor.
16. To the best of my knowledge, neither I, Hilco, nor any principal, partner, director, officer, or employee thereof, nor any professional retained by Hilco, insofar as I have been able to ascertain, is or has been, within two years before the date of the filing of the petition(s) herein, a director, officer or employee of the Debtor.
17. To the best of my knowledge, neither I, Hilco, nor any principal, partner, director, officer, or employee thereof, nor any professional retained by Hilco, insofar as I have been able to ascertain, holds or represents any interest adverse to the Debtor or its estate with respect to the matter(s) upon which Hilco is engaged, by reason of any direct or indirect relationship to, or connection with, or interest in, the Debtor or for any other reason.

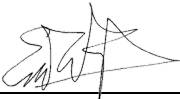
18. Hilco is conducting further inquiries regarding Hilco's engagement by any creditors of the Debtors and/or transactions with any vendors, and upon conclusion of that inquiry, or at any time during the period of Hilco's engagement if Hilco should discover any facts bearing on the matters described herein, Hilco will supplement the information contained in this Declaration.

[Remainder of page intentionally left blank]

Pursuant to 28 U.S.C. § 1746, I declare under penalty of perjury that the foregoing is true and correct to the best of my knowledge, information and belief.

Dated: August 13, 2024

Hilco Commercial Industrial, LLC

By: 

Eric W. Kaup,
EVP, Chief Commercial Officer and
Special Counsel, Managing Member

Schedule 1

Parties in Interest

Name	Category
Judge Ashley M. Chan	Bankruptcy Judges
Judge Brendan L. Shannon	Bankruptcy Judges
Judge Craig T. Goldblatt	Bankruptcy Judges
Judge J. Kate Stickles	Bankruptcy Judges
Judge John T. Dorsey	Bankruptcy Judges
Judge Karen B. Owens	Bankruptcy Judges
Judge Laurie Selber Silverstein	Bankruptcy Judges
Judge Mary F. Walrath	Bankruptcy Judges
Judge Thomas M. Horan	Bankruptcy Judges
Alvarez and Marsal	Bankruptcy Professionals
Kirkland & Ellis	Bankruptcy Professionals
Moelis & Company	Bankruptcy Professionals
Richards, Layton & Finger, P.A.	Bankruptcy Professionals
Banco Santander (Mexico), S.A.	Banks/Lenders/Administrative Agents
Bank of America	Banks/Lenders/Administrative Agents
Bank of the Pilippine Islands	Banks/Lenders/Administrative Agents
Bank of the West	Banks/Lenders/Administrative Agents
BofA Securities, Inc.	Banks/Lenders/Administrative Agents
Charles Schwab	Banks/Lenders/Administrative Agents
Citibank NA	Banks/Lenders/Administrative Agents
Credit Cooperatif	Banks/Lenders/Administrative Agents
JPMorgan Chase Bank, N.A.	Banks/Lenders/Administrative Agents
Keybank	Banks/Lenders/Administrative Agents
Technology Credit Union	Banks/Lenders/Administrative Agents
Wells Fargo Bank, N.A.	Banks/Lenders/Administrative Agents
Blue Raven Solar Holdings, LLC	Debtor
Blue Raven Solar, LLC	Debtor
BRS Field Ops, LLC	Debtor
Falcon Acquisition Holdco, Inc.	Debtor
SunPower Capital, LLC	Debtor
SunPower Capital Services, LLC	Debtor
SunPower Corporation	Debtor
SunPower Corporation, Systems	Debtor
SunPower Holdco, LLC	Debtor
SunPower North America, LLC	Debtor
8point3 Solar InvestCo 3 Holdings, LLC	Known Affiliates - JV
8point3 Solar InvestCo 3, LLC	Known Affiliates - JV
Albatross Software, LLC	Known Affiliates - JV
Aton Solar Program, LLC	Known Affiliates - JV
Borrowed Sunshine II, LLC	Known Affiliates - JV
Borrowed Sunshine II Parent, LLC	Known Affiliates - JV
Borrowed Sunshine, LLC	Known Affiliates - JV
Borrowed Sunshine Parent, LLC	Known Affiliates - JV
BRS Field Ops Nevada LLC	Known Affiliates - JV
BRS Setter, LLC	Known Affiliates - JV
BSP II Parent, LLC	Known Affiliates - JV

Cogenra Solar, Inc.	Known Affiliates - JV
Corona Sands, LLC	Known Affiliates - JV
Desert Equinox, LLC	Known Affiliates - JV
Desert SunBurst, LLC	Known Affiliates - JV
Dorado 1 Class B Member, LLC	Known Affiliates - JV
Dorado 1 Mezzanine Borrower, LLC	Known Affiliates - JV
Dorado 1 Mezzanine Pledgor, LLC	Known Affiliates - JV
Dorado 1 Residential Solar, LLC	Known Affiliates - JV
Dorado 1 Senior Borrower, LLC	Known Affiliates - JV
Dorado 1 Senior Pledgor, LLC	Known Affiliates - JV
Dorado 1 SolarBloom, LLC	Known Affiliates - JV
Dorado 1 SolarBloom Pledgor, LLC	Known Affiliates - JV
Dorado 2 Class B Member, LLC	Known Affiliates - JV
Dorado 2 Residential Solar, LLC	Known Affiliates - JV
Dorado Development Partners, LLC	Known Affiliates - JV
Freedom Solar Holdings, LLC	Known Affiliates - JV
GFS I Holding Company, LLC	Known Affiliates - JV
Golden Fields Solar I, LLC	Known Affiliates - JV
Golden Fields Solar I Parent, LLC	Known Affiliates - JV
GridVault DR1, LLC	Known Affiliates - JV
Helios II Residential Solar Fund, LLC	Known Affiliates - JV
Helios Residential Solar Fund, LLC	Known Affiliates - JV
Infinite Sunshine 2015-1, LLC	Known Affiliates - JV
JDA Overseas Holdings, LLC	Known Affiliates - JV
JOBS Tugboat, LLC	Known Affiliates - JV
Lux II Residential Solar Fund, LLC	Known Affiliates - JV
Lux Residential Solar Fund, LLC	Known Affiliates - JV
Meridian Solar Program, LLC	Known Affiliates - JV
Mojave Solar Investment, LLC	Known Affiliates - JV
Perpetual Sunshine I, LLC	Known Affiliates - JV
Perpetual Sunshine Solar Program I, LLC	Known Affiliates - JV
Photon Residential Solar Fund, LLC	Known Affiliates - JV
Raven Loan Partners, LLC	Known Affiliates - JV
RLP 1 Mezzanine Borrower, LLC	Known Affiliates - JV
Rlp 1 Mezzanine Holdco, LLC	Known Affiliates - JV
RLP 1 Mezzanine Pledgor, LLC	Known Affiliates - JV
RLP 1 Residential Solar, LLC	Known Affiliates - JV
RLP 1 Senior Borrower, LLC	Known Affiliates - JV
RLP 1 Senior Pledgor, LLC	Known Affiliates - JV
Rosamond Raven Holdings, LLC	Known Affiliates - JV
Sahara Solar Investment, LLC	Known Affiliates - JV
SCA Holdings II, LLC	Known Affiliates - JV
SGS Antelope Valley Development, LLC	Known Affiliates - JV
Shop Renewable Energy, LLC	Known Affiliates - JV
Societe D'Exploitation de Centrales Photovoltaiques 1	Known Affiliates - JV
SolarBridge Technologies, Inc.	Known Affiliates - JV
Solar Greenhouse I, LLC	Known Affiliates - JV

Solar Sail Commercial DevCo I, LLC	Known Affiliates - JV
Solar Sail Commercial Holdings, LLC	Known Affiliates - JV
Solar Sail Commercial MPW DevCo, LLC	Known Affiliates - JV
Solar Sail Generate Devco I, LLC	Known Affiliates - JV
Solar Sail, LLC	Known Affiliates - JV
Solar Star Arizona II, LLC	Known Affiliates - JV
Solar Star Arizona VII, LLC	Known Affiliates - JV
Solar Star California I, LLC	Known Affiliates - JV
Solar Star California IV, LLC	Known Affiliates - JV
Solar Star California XLI, LLC	Known Affiliates - JV
Solar Star California XLI Parent, LLC	Known Affiliates - JV
Solar Star Rancho CWD I, LLC	Known Affiliates - JV
SPWR EW 2013-1, LLC	Known Affiliates - JV
SPWR MS 2013-1, LLC	Known Affiliates - JV
SPWR RIC Borrower 2022-1, LLC	Known Affiliates - JV
SPWR RIC Depositor 2022-1, LLC	Known Affiliates - JV
SPWR SunStrong Holdings, LLC	Known Affiliates - JV
SPWR USB 2013-1, LLC	Known Affiliates - JV
SPWR USB 2013-2, LLC	Known Affiliates - JV
SPWR USB 2013-3, LLC	Known Affiliates - JV
SREC NE Holdings, LLC	Known Affiliates - JV
SREC NE II Holdings, LLC	Known Affiliates - JV
SREC NE II, LLC	Known Affiliates - JV
SREC NE, LLC	Known Affiliates - JV
SSCA XLI Holding Company, LLC	Known Affiliates - JV
SunFront I, LLC	Known Affiliates - JV
SunPower Access Holding, LLC	Known Affiliates - JV
SunPower Access I, LLC	Known Affiliates - JV
SunPower AssetCo, LLC	Known Affiliates - JV
SunPower DevCo, LLC	Known Affiliates - JV
Sunpower Electrical of New York, LLC	Known Affiliates - JV
SunPower Energia SpA	Known Affiliates - JV
SunPower Energy Systems Canada Corporation	Known Affiliates - JV
SunPower Equity Holdings, LLC	Known Affiliates - JV
SunPower Foundation	Known Affiliates - JV
SunPower Manufacturing Oregon, LLC	Known Affiliates - JV
Sunpower Mortgage Corporation	Known Affiliates - JV
SunPower Philippines Ltd. – Regional Operating Headquarters	Known Affiliates - JV
SunPower Residential III Holdings, LLC	Known Affiliates - JV
SunPower Residential III, LLC	Known Affiliates - JV
SunPower Residential II, LLC	Known Affiliates - JV
SunPower Residential I, LLC	Known Affiliates - JV
SunPower Residential IV, LLC	Known Affiliates - JV
Sunpower Residential VII, LLC	Known Affiliates - JV
SunPower Residential VI, LLC	Known Affiliates - JV
SunPower Residential V, LLC	Known Affiliates - JV
SunPower SolarProgram III, LLC	Known Affiliates - JV

SunPower SolarProgram IV, LLC	Known Affiliates - JV
SunPower SolarProgram IX, LLC	Known Affiliates - JV
SunPower SolarProgram VIII, LLC	Known Affiliates - JV
SunPower SolarProgram VII, LLC	Known Affiliates - JV
SunPower SolarProgram VI, LLC	Known Affiliates - JV
SunPower SolarProgram V, LLC	Known Affiliates - JV
SunPower Systems Mexico S. de R.L. de C.V.	Known Affiliates - JV
SunPower Technologies AssetCo Holdings, LLC	Known Affiliates - JV
Sunrise 1, LLC	Known Affiliates - JV
Sunrise 2, LLC	Known Affiliates - JV
Sunrise 3, LLC	Known Affiliates - JV
SunStrong 2018-1 Depositor, LLC	Known Affiliates - JV
SunStrong 2018-1 Holdings, LLC	Known Affiliates - JV
SunStrong 2018-1 Issuer, LLC	Known Affiliates - JV
SunStrong 2018-1 Mezzanine, LLC	Known Affiliates - JV
SunStrong Capital Acquisition 3, LLC	Known Affiliates - JV
SunStrong Capital Acquisition, LLC	Known Affiliates - JV
SunStrong Capital Acquisition OF, LLC	Known Affiliates - JV
SunStrong Capital Holdings 3, LLC	Known Affiliates - JV
SunStrong Capital Holdings, LLC	Known Affiliates - JV
Sunstrong Commercial Holdings, LLC	Known Affiliates - JV
Sunstrong Commercial Pledgor, LLC	Known Affiliates - JV
SunStrong Partners, LLC	Known Affiliates - JV
Total SunPower Energía S.A.	Known Affiliates - JV
Tugboat Commercial Pledgor, LLC	Known Affiliates - JV
TW2 Tugboat, LLC	Known Affiliates - JV
TW3 Tugboat, LLC	Known Affiliates - JV
Ultralight 2 Class B Member, LLC	Known Affiliates - JV
Ultralight 2 Holdco, LLC	Known Affiliates - JV
Ultralight 2 Mezzanine Borrower, LLC	Known Affiliates - JV
Ultralight 2 Mezzanine Pledgor, LLC	Known Affiliates - JV
Ultralight 2 Residential Solar, LLC	Known Affiliates - JV
Ultralight 2 Solarbloom, LLC	Known Affiliates - JV
Ultralight 2 Solarbloom Pledgor, LLC	Known Affiliates - JV
Ultralight Class B Member, LLC	Known Affiliates - JV
Ultralight Holdco, LLC	Known Affiliates - JV
Ultralight Mezzanine Borrower, LLC	Known Affiliates - JV
Ultralight Mezzanine Pledgor, LLC	Known Affiliates - JV
Ultralight Residential Solar, LLC	Known Affiliates - JV
Vega Solar 1 S.A.P.I. de C.V.	Known Affiliates - JV
Vega Solar 2 S.A.P.I. de C.V.	Known Affiliates - JV
Ada Kwan	Officer
Alexis Petas	Officer
Amy Guadalupe Hernandez	Officer
Andrew Browning	Officer
Andrew Bruce	Officer
Andy Bruce	Officer

Andy Valenzuela	Officer
Angereen Bernadeth Marquices	Officer
Anna Marie Olan	Officer
Anthony Panganiban	Officer
Antoine Larenaudie	Officer
April Casas	Officer
Arnaud Chaperon	Officer
Audrey Zibelman	Officer
Ava Reyes	Officer
Benjamin Hubbard	Officer
Ben Peterson	Officer
Bernadette Baudier	Officer
Bernard Clement	Officer
Bill Groen	Officer
Bill Kalio	Officer
Bill Kallio	Officer
Brad Harmon	Officer
Bradley Laurie	Officer
Brei Cudworth	Officer
Brian Campbell	Officer
Brian Risi	Officer
Brian Scaccia	Officer
Byron Kentor	Officer
Catherine A. Lesjak	Officer
Cathie Martin	Officer
Charles Boynton	Officer
Charles D. Boynton	Officer
Chet Mandair	Officer
Chris Gallu	Officer
Christopher Couture	Officer
Christopher Jaap	Officer
Christopher O'Brien	Officer
Chuck Stone	Officer
Cindy Burda	Officer
Cliff Kalinowski	Officer
Cuellar Brunilda	Officer
Daniel Laure	Officer
Dave DeGraaff	Officer
David Coller	Officer
David Gorman	Officer
David Henry	Officer
David J. Zelkind	Officer
David McIlhenny	Officer
David Petrini	Officer
Denis Giorno	Officer
Denis Toulouse	Officer
Derek Kuzak	Officer

Diana Ma	Officer
Donald Garland	Officer
Douglas J. Richards	Officer
Doug Rose	Officer
Eden Ramirez	Officer
Eduardo Medina Sanchez	Officer
Eduardo Moran	Officer
Eileen Evans	Officer
Elizabeth Eby	Officer
Elizabeth Mckone	Officer
Ellen Kinney	Officer
Emily Sanders	Officer
Emmanuel Barrios	Officer
Eric Branderiz	Officer
Eric Madera	Officer
Eric Potts	Officer
Erin Nelson	Officer
Ethan Miller	Officer
Francis Mack	Officer
Franck Trochet	Officer
François Badoual	Officer
Garrett Boilard	Officer
Gaurang Kavaiya	Officer
Gaurav Dubey	Officer
Gauri Sharma	Officer
Gerry McGowan	Officer
Gopal Garg	Officer
Guthrie Dundas	Officer
Holger Kraetschmer	Officer
Howard J. Wenger	Officer
Howard Wenger	Officer
Humbert de Wendel	Officer
Isable Engle	Officer
Ivo Steklac	Officer
Ivo Steklak	Officer
Jack Bennett	Officer
Jack Peurach	Officer
Jaimie Biay	Officer
Jake Wachman	Officer
James C. Dawe	Officer
Janaelen Naidoo	Officer
Janice Hernandez	Officer
Jarvis Bowers	Officer
Jascha Ortmanns	Officer
Jason Macrae	Officer
Jason Ritchie	Officer
Jay Peir	Officer

Jean-Marc Otero del Val	Officer
Jean M. Wilson	Officer
Jeff Cyran	Officer
Jeffrey Dasovich	Officer
Jeffrey Hedrick	Officer
Jeffrey Waters	Officer
Jennifer Jason	Officer
Jennifer Johnston	Officer
Jennifer Joyce	Officer
Jennifer Pearce	Officer
Jennifer Rappoport	Officer
Jerome Fortunado	Officer
Jerome Schmitt	Officer
Jia Liu	Officer
Jim Parker	Officer
Joanna Tiongco	Officer
Joanne Endow	Officer
Joemel Perez	Officer
Joern Juergens	Officer
Joey Lyn Torrefranca	Officer
Jonathan Bram	Officer
Jonathan Fieldsend	Officer
Jon Fieldsen	Officer
Jorg Heinemann	Officer
Joseph Yu	Officer
Josh Koppelman	Officer
Joshua Neves	Officer
Julie Blunden	Officer
Julien Pouget	Officer
June Sauvaget	Officer
Karen Fry	Officer
Karen Jones	Officer
Kari Smith	Officer
Kathryn Jenkins	Officer
Kendall Fong	Officer
Kenneth Mahaffey	Officer
Ken Roach	Officer
Kerrie Loerakker	Officer
Kerry Downing	Officer
Kevin Azanger	Officer
Kim Rutledge	Officer
Kourenkova Marina Kourenkova	Officer
Kristen Ilgenstein	Officer
Kumar Brahnmath	Officer
Kyle Baum	Officer
Ladislaz Paskiewicz	Officer
Laurent Kettenmeyer	Officer

Laurent Wolffsheim	Officer
Lauren Walz	Officer
Leah Wardak	Officer
Linda Blauner	Officer
Lindsey Wiedmann	Officer
Lisa Bodensteiner	Officer
Lisa Cheng	Officer
Loree Farrar	Officer
Lovely Pascua	Officer
Lucas Dickerson	Officer
Mabel De Roxas	Officer
Manavendra Sial	Officer
Mandy Yang	Officer
Manuel Brachet	Officer
Marc Robinson	Officer
Maria Mocia Obong	Officer
Mark Swanson	Officer
Markus Johannes Sickmoeller	Officer
Martin DeBono	Officer
Martin Mebono	Officer
Marty T. Neese	Officer
Mary Joy Isip	Officer
Matt Dawson	Officer
Matthew Paul Campbell	Officer
Matt P. Brost	Officer
Michael Holland	Officer
Michael Palmer	Officer
Michael Rands	Officer
Michael Weinstein	Officer
Michelle Cooper	Officer
Mickael Odier	Officer
Mike Chionchio	Officer
Milton Torres	Officer
Nadia Casula	Officer
Nakul Correa	Officer
Nam Nguyen	Officer
Natalie Jackson	Officer
Natalie Wymer	Officer
Nate Coleman	Officer
Nathalie Portes-Laville	Officer
Nathanial George	Officer
Nathaniel Anschuetz	Officer
Neil Bergstrom	Officer
Neil De Lucenay	Officer
Nicholas Glogowski	Officer
Norm Taffe	Officer
Nuala Murphy	Officer

Olivier Sudan	Officer
Pamela Terrazas	Officer
Pat Pokorny	Officer
Pat Wood III	Officer
Paul Charrette	Officer
Peter Aschenbrenner	Officer
Peter Faricy	Officer
Phoebe Whitted	Officer
Pierre Claverie	Officer
Ralph Clayton Robinett	Officer
Rebecca Dobson	Officer
Reed Farnsworth	Officer
Regan Macpherson	Officer
Restituto Tica II	Officer
Rey Mella	Officer
Ria Cirineo	Officer
Rich Kapusta	Officer
Rich Robinson	Officer
Rich Willis	Officer
Rob Berry	Officer
Robert D Vinje	Officer
Ronacel Benasa	Officer
Ronacel Bensasa	Officer
Rowell Escoses	Officer
Ryan Franzo	Officer
Sam Lee	Officer
Sandy McClure	Officer
Sarah Ritterhoff	Officer
Sau Ngosi	Officer
Scott Piscitello	Officer
Sekhar Ray	Officer
Selina Ibarra	Officer
Shawn Fitzgerald	Officer
Shingo Tajiri	Officer
Sonny David	Officer
Stacey Cornelius	Officer
Stephanie Krugh	Officer
Stephen Adelson	Officer
Steven Loudon	Officer
Tammy Landon	Officer
Telesforo P. Alfelor II	Officer
Terry Oswald	Officer
Thomas H. Werner	Officer
Thomas L. Dinwoodie	Officer
Thomas Rebeyrol	Officer
Thomas R. McDaniel	Officer
Tim McFarland	Officer

Todd Reeves	Officer
Tom Starrs	Officer
Tony Garzolini	Officer
Trevor Weed	Officer
Ty Daul	Officer
Ty P. Daul	Officer
Venu Nambiar	Officer
Vichheka Heang	Officer
Vinayak Hedge	Officer
Vinayak Hegde	Officer
Vincent Stoquart	Officer
Warren Brasch	Officer
Wendy Bozzolasco	Officer
William Kelly	Officer
William Mulligan	Officer
Will Kruse	Officer
Zachary Judkins	Officer
Bank of America Corporation, Asset Management Arm	Significant Equity Holders
BlackRock, Inc.	Significant Equity Holders
Geode Capital Management, LLC	Significant Equity Holders
Global Infrastructure Partners	Significant Equity Holders
Invesco Capital Management LLC	Significant Equity Holders
Morgan Stanley, Investment Banking and Brokerage Investments	Significant Equity Holders
Point72 Asset Management, L.P.	Significant Equity Holders
State Street Global Advisors, Inc.	Significant Equity Holders
The Vanguard Group, Inc.	Significant Equity Holders
TotalEnergies SE	Significant Equity Holders
Two Sigma Investments, LP	Significant Equity Holders
Benjamin Hackman	U.S. Trustee Office
Christine Green	U.S. Trustee Office
Diane Giordano	U.S. Trustee Office
Dion Wynn	U.S. Trustee Office
Edith A. Serrano	U.S. Trustee Office
Hannah M. McCollum	U.S. Trustee Office
Holly Dice	U.S. Trustee Office
James R. O'Malley	U.S. Trustee Office
Jane Leamy	U.S. Trustee Office
Jonathan Lipshie	U.S. Trustee Office
Jonathan Nyaku	U.S. Trustee Office
Joseph Cudia	U.S. Trustee Office
Joseph McMahon	U.S. Trustee Office
Lauren Attix	U.S. Trustee Office
Linda Casey	U.S. Trustee Office
Linda Richenderfer	U.S. Trustee Office
Nyanquoi Jones	U.S. Trustee Office
Richard Schepacarter	U.S. Trustee Office
Rosa Sierra-Fox	U.S. Trustee Office

Shakima L. Dortch	U.S. Trustee Office
Timothy J. Fox, Jr.	U.S. Trustee Office
Arch Capital Group	Insurance & Surety Bond
Arch Insurance Company	Insurance & Surety Bond
Argo Group	Insurance & Surety Bond
Aspen US Insurance Group	Insurance & Surety Bond
Berkshire Hathaway Homestate Insurance Company	Insurance & Surety Bond
California Department Of Fish And Wildlife	Insurance & Surety Bond
Cincinnati Insurance Companies	Insurance & Surety Bond
County Of San Luis Obispo	Insurance & Surety Bond
Endurance American Insurance Company	Insurance & Surety Bond
James River Insurance	Insurance & Surety Bond
Lexon Insurance Company	Insurance & Surety Bond
Pacific Gas And Electric	Insurance & Surety Bond
Rli Group	Insurance & Surety Bond
Siriuspoint America Insurance Company	Insurance & Surety Bond
Southern California Edison	Insurance & Surety Bond
State Farm Mutual Automobile Insurance Company	Insurance & Surety Bond
The Hanover Insurance Company	Insurance & Surety Bond
Travelers Property Casualty Group	Insurance & Surety Bond
Zurich Insurance Group	Insurance & Surety Bond
50 Rockwell Road, LLC	Landlords
Ag-Pcpi Sky Park Owner/BRE Imagination Office Holdco LLC / Db	
BRE Ca Office Owner LLC	Landlords
American Assets Trust, LP	Landlords
Anderson Logistics Assets LLC	Landlords
Atapco Uep, Inc.	Landlords
Berkeley Partners	Landlords
Canyon Park Owner II, LLC	Landlords
CBRE, Inc.	Landlords
Clearbrook Cross	Landlords
Colfin 2016-2 Industrial Owner, LLC	Landlords
Concord4C LLC	Landlords
Countrywood Equity Group LLC	Landlords
Dubbs & Hanssen	Landlords
Esh Properties, LLC / Psip	Landlords
Eskanos Family, LP	Landlords
FPOC, LLC	Landlords
John Martin	Landlords
Kerzner Associates	Landlords
LBA Rv-Company I, LP	Landlords
Mark Allen	Landlords
Montreal 2000, LLC	Landlords
Munco Incorporated	Landlords
NTT Global Data Centers HI, LLC	Landlords
O'Brien Investment Partners, LLC	Landlords
PLD USLV San Jose BC LP	Landlords
PS Business Parks, L.P.	Landlords

Rolling Hills At 245 Newton Road LLC	Landlords
Rreef America Reit II Portfolio, L.P.	Landlords
SIR Properties Trust	Landlords
Southwoods Mall, Inc. (Smi),	Landlords
Stadium Crossings JV Holdings LLC	Landlords
Stj Devonshire Equity Partners LLC	Landlords

Sunny Harvest LLC	Landlords
Three Prop, Inc.	Landlords
Unis LLC	Landlords
Berkley Assurance Company	Litigation
Craven	Litigation
Direct Components, Inc.	Litigation
Edelman	Litigation
EURL Grisier	Litigation
Insured Matters & Other Customer - Related Litigation	Litigation
NJ Incentives	Litigation
Other Total Indemnification Demands to SPWR	Litigation
P. Jaszyszyn	Litigation
SAMB	Litigation
SC Megaworld	Litigation
Sun'ISO	Litigation
Sun'R	Litigation
Sunzil Ocean Indien	Litigation
Thermal Event at Meridian Park West-Burlington Coat Factory	Litigation
Tigo MLSD Dispute	Litigation
Unclaimed Property Audit	Litigation
Walmart Thermal Events	Litigation
Yaw, Scott, Cosentino	Litigation
Bank Of America, N.A.	UCC Lien Parties
Bank Of The West	UCC Lien Parties
Christopher Valdez	UCC Lien Parties
Credit Agricole Corporate And Investment Bank	UCC Lien Parties
Dave Barker	UCC Lien Parties
Enterprise FM Trust	UCC Lien Parties
Everbank Commercial Finance, Inc.	UCC Lien Parties
First Solar, Inc.	UCC Lien Parties
Gloria Stone	UCC Lien Parties
Hat Solar Sail Capital Lender LLC	UCC Lien Parties
HSBC Bank USA, National Association	UCC Lien Parties
Internal Revenue Service	UCC Lien Parties
Jeffrey Edelman, Derivatively On Behalf Of Nominal Defendant	
Sunpower Corporation,	UCC Lien Parties
John Kunkel	UCC Lien Parties
Joyhn Maczynski	UCC Lien Parties
Juan Gonzalez Alonso	UCC Lien Parties
Lezley Holmes	UCC Lien Parties
Max Weiss	UCC Lien Parties
MB Financial Bank, N.A.	UCC Lien Parties
Michael Yaw	UCC Lien Parties
PNC Energy Capital LLC	UCC Lien Parties
Raymond Leasing Corporation	UCC Lien Parties
Santa Clara County Tax Collector	UCC Lien Parties
Sebastien Tardif	UCC Lien Parties

SPR Solar Funding Trust	UCC Lien Parties
SPWR RIC 2022-1 Trust	UCC Lien Parties
Standard Industries Inc.	UCC Lien Parties
Steven John Butler	UCC Lien Parties
Sunny Kim	UCC Lien Parties
Sunstrong Capital Holdings, LLC	UCC Lien Parties
Sunstrong Capital Lender 3 LLC	UCC Lien Parties
Technology Credit Corporation	UCC Lien Parties
The Swenson Group	UCC Lien Parties
Todd Stone	UCC Lien Parties
Total S.A., A Société Anonyme Organized Under The Laws Of The Republic Of France	UCC Lien Parties
Total S.A., A Société Anonyme Organized Under The Laws Of The Republic Of France (N/K/A Totalenergies Se)	UCC Lien Parties
United States Department Of Energy	UCC Lien Parties
U.S. Bank Trust Company, National Association, As Administrative Agent	UCC Lien Parties
Wells Fargo Bank Northwest, N.A., As Collateral Agent	UCC Lien Parties
Wells Fargo Trust Company, N.A., As Collateral Agent	UCC Lien Parties
Wendy Carmona-Avila	UCC Lien Parties
Workforce Services	UCC Lien Parties
Xerox Financial Services	UCC Lien Parties
Yolo County Department Of Financial Services	UCC Lien Parties
ACC Business	Utilities
Arizona Public Service Company	Utilities
AT&T	Utilities
AT&T Payment Center	Utilities
City Of Anaheim	Utilities
City Of Austin	Utilities
City of Berkeley	Utilities
City of Elgin	Utilities
City of San Jose	Utilities
Comcast	Utilities
ComEd	Utilities
ConEdison	Utilities
Connecticut Natural Gas	Utilities
Consolidated Communications	Utilities
Consolidated communications	Utilities
Cox Business	Utilities
East Bay Municipal Utility District	Utilities
Edco Waste & Recycling Services, Inc.	Utilities
Eversource Energy	Utilities
Florida Power & Light	Utilities
Nicor	Utilities
Ontario Municipal Utilities Company	Utilities
PG&E - Sacramento	Utilities
Pleasanton Garbage Service, Inc.	Utilities
Public Services Enterprise Group - Long Island	Utilities

[illegible]

[REDACTED]

M&A Parties

Schedule 2

Disclosures

Schedule 2
DISCLOSURES

- a. Affiliates of Hilco employ the following individuals who previously were associated with the Bankruptcy and Corporate Restructuring section of the law firm of Young Conaway Stargatt & Taylor, LLP (“YCST”) in Wilmington, Delaware: (i) Ian S. Fredericks, Chief Executive Officer of Hilco Merchant Resources, LLC, and (ii) David Peress, Executive Vice President of Hilco IP Services, LLC (“Hilco Streambank”). Mr. Fredericks and Mr. Peress left YCST in 2008 and 2000, respectively. While at YCST, the Honorable Brendan Linehan Shannon and the Honorable John Dorsey (District of Delaware) were partners in the Bankruptcy and Corporate Restructuring section.
- b. While at Ashby & Geddes, the Honorable Karen Owens (District of Delaware) provided legal services to Affiliates of Hilco Streambank in matters unrelated to the Debtors and these cases.
- c. Hilco and affiliates of Hilco have been engaged to provide services to clients, which clients also engaged (i) Ashby & Geddes and the Honorable Karen Owens, or (ii) YCST and the Honorable John Dorsey to provide legal services. In 2018, Mr. Peress was an expert witness in an Adversary Proceeding emanating from the *In re Aéropostale, Inc., et al.*, bankruptcy case pending in the United States Bankruptcy Court for the Southern District of New York, Case No. 16-11275 (SHL). YCST and the Honorable John Dorsey were co-counsel to Hilco Streambank’s client THL Lending in that matter. Any such engagements described herein involved matters unrelated to the Debtors and these cases.
- d. Hilco’s parent company has a credit facility in place with JPMorgan Chase Bank, N.A. in which Bank of America is a participatory lender and BofA Securities, Inc. is the Lead Arranger of such credit facility.
- e. Hilco Real Estate, LLC (“HRE”), an affiliate of Hilco, provides lease restructuring and disposition services for its commercial real estate clients. HRE may have transacted with one or more of the parties-in-interest identified as landlords of the Debtors on matters unrelated to the Debtors. Additionally, Hilco Redevelopment Group, an affiliate of Hilco, has worked with CBRE, Inc. in a professional capacity in matters unrelated to the Debtors and these cases.
- f. In matters unrelated to the Debtors, affiliates of Hilco have previously performed asset valuation, acquisition, disposition, business or other advisory services for (or related to) the following entities and/or clients of such entities: (i) AT&T, (ii) Bank of America, (iii) Bank of the West, (iv) Citibank, N.A., (v) Internal Revenue Service, (vi) JPMorgan Chase Bank, N.A., (vii) Keybank, (viii) Wells Fargo Bank, N.A., (ix) [REDACTED], (x) [REDACTED], (xi) [REDACTED], (xii) [REDACTED], (xiii) [REDACTED], (xiv) [REDACTED], and (xv) [REDACTED]. Hilco does not believe that these connections create a conflict of interest regarding the Debtors or these chapter 11 cases.
- g. In matters unrelated to the Debtors, Hilco and its affiliates have engaged, worked or partnered with the following professionals or other categories of parties in matters unrelated to the Debtors and these chapter 11 cases: (i) Alvarez & Marsal, (ii) Arch Capital Group, (iii) Arch Insurance

Company, (iv) California Department of Fish and Wildlife, (v) Comcast, (vi) ComEd, (vii) East Bay Municipal Utility District, (viii) Endurance American Insurance Company, (ix) Eversource Energy, (x) HSBC Bank USA N.A., (xi) Kirkland & Ellis, (xii) Lexon Insurance Company, (xiii) Moelis & Company, (xiv) Morgan Stanley, (xv) Pacific Gas and Electric Company, (xvi) Richards, Layton & Finger, P.A., (xvii) The Hanover Insurance Company, (xviii) U.S. Bank Trust Company, N.A., (xix) [REDACTED], (xx) [REDACTED], (xxi) [REDACTED], (xxii) [REDACTED], (xxiii) [REDACTED], and (xxiv) [REDACTED].

- h. Because of the magnitude of the entire creditor list in these cases, it is possible that Hilco may represent or may have represented other creditors of the Debtors but does not represent any such creditors in connection with these cases. Hilco presently or in the past has served as a professional person in other matters, wholly unrelated to the Debtors or these cases, in which other attorneys, accountants and other professionals of the Debtors, creditors, or other parties in interest may have also served or serve as professional persons. Hilco will continue to search its records for additional connections to vendors or other interested parties in these cases not listed on Schedule 1 hereto, and will file supplemental disclosure statements in the event any further connections are discovered.